

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

STEVEN W. SAMPSON, TRUSTEE,

Plaintiff,

- against -

JAMES D. ROBINSON III, LEWIS B.
CAMPBELL, JAMES M. CORNELIUS,
LAURIE H. GLIMCHER, M.D., VICKI L.
SATO, PH.D., LEIF JOHANSSON, LOUIS
J. FREEH, MICHAEL GROBSTEIN, and R.
SANDERS WILLIAMS, M.D.,

Defendants,

and

BRISTOL-MYERS SQUIBB COMPANY,

Nominal Defendant.

Case No. 1:07-CV-06890-PAC

Related Case No. 1:07-cv-05867-PAC

FILED ELECTRONICALLY

**AFFIDAVIT OF PAULETTE S. FOX IN SUPPORT OF DERIVATIVE PLAINTIFF'S
MOTION FOR RECONSIDERATION AND TO ALTER OR AMEND THE ORDER
AND JUDGMENT AND FOR LEAVE TO AMEND THE COMPLAINT**

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

PAULETTE S. FOX, being first duly sworn on oath, states as follows:

1. I am an associate of the law firm of Wolf Haldenstein Adler Freeman & Herz LLP ("Wolf Haldenstein"), counsel for Derivative Plaintiff Steven W. Sampson in the above-captioned litigation. I am admitted to practice law in the Southern District of New York.

2. I submit this Affidavit in support of Derivative Plaintiff's memorandum of law in support of his motion, (i) pursuant to Local Civil Rule 6.3 for reconsideration; (ii) pursuant to Federal Rule of Civil Procedure 59(e) for an order amending the Derivative Order and the

Court's Judgment, to provide that the dismissal is without prejudice; and (iii) for an order granting leave to file a proposed amended complaint pursuant to Federal Rule of Civil Procedure 15(a). The information set forth in this Affidavit is based upon personal knowledge unless otherwise stated.

3. Attached hereto as Exhibit A is a true and correct copy of the Opinion and Order dated August 20, 2008, which granted the Motion to Dismiss the Amended Verified Shareholder Derivative Complaint (the "Derivative Complaint"), filed by Nominal Defendant Bristol-Myers Squibb Company and the Director Defendants,¹ pursuant to Federal Rule of Civil Procedure 23.1 (the "Derivative Order").

4. Attached hereto as Exhibit B is a true and correct copy of the Derivative Complaint.

5. Attached hereto as Exhibit C is a true and correct copy of the Judgment, implementing the Derivative Order, which was signed and entered for the Clerk of the Court on August 21, 2008 (the "Judgment"),

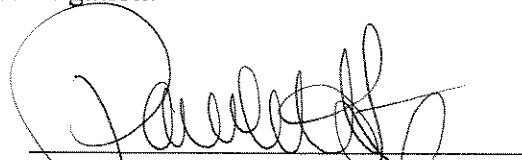
6. Attached hereto as Exhibit D is a true and correct copy of the Opinion and Order dated on August 19, 2008, which denied the Motions to Dismiss the Amended Class Action Complaint, filed by Bristol-Myers Squibb Company, Peter Dolan and Andrew Bodnar, in the related class action securities litigation, *In re Bristol Myers Squibb Co.*, No. 07-Civ-5867-PAC (the "Class Order").

¹ The Director Defendants are: James D. Robinson III; Lewis B. Campbell; James M. Cornelius; Laurie H. Glimcher, M.D.; Vicki L. Sato, Ph.D.; Leif Johansson; Louis J. Freeh; Michael Grobstein; and R. Sanders Williams, M.D.


7. Attached hereto as Exhibit E is a true and correct copy of an excerpt of Derivative Plaintiff's Memorandum of Law in Opposition to the Motion to Dismiss of Nominal Defendant Bristol-Myers Squibb Company and the Director Defendants, filed on December 17, 2007 ("Opposition Brief").

8. Attached hereto as Exhibit F is a true and correct copy of an excerpt of the April 9, 2008 oral argument transcript on the Motion to Dismiss.

9. Accordingly, I respectfully request that the Court add the aforementioned Exhibits to the existing record in the above-captioned litigation.


Paulette S. Fox

Sworn to before me
this 5th day of September, 2008


Notary Public

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JOSEPH WEISS
Notary Public, State of New York
No. 01WE5069215
Qualified in Nassau County
Commission Expires Nov. 18, 2010